



LaSalle National Leasing Corporation
One West Pennsylvania Avenue
Suite 1000
Towson, MD 21204
(410) 769-8900
(888) 760-8900
Fax: (410) 769-9313

March 9, 2007

RECORDATION NO. 23020-E FILED

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

MAR 09 '07 -11 22 AM

SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. §11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of February 21, 2007. The primary document to which this is connected is recorded under Recordation No. 23020. We request that one copy of this document be recorded.

The name and address of the party to the Memorandum of Assignment and Assumption Agreement is:

Secured Party: LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Ste 1000
Towson, MD 21204

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of one hundred six (106) railcars bearing reporting marks: JTSX 300000 – JTSX 300105, inclusive.

A fee of \$34.00 is to be billed to Secured Party's account. Please return one copy to:

John W. Holbert
LaSalle National Leasing Corporation
One West Pennsylvania Avenue
Towson, MD 21204

A short summary of the document to appear in the index follows: Memorandum of Assignment and Assumption Agreement, LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Ste 1000, Towson, MD 21204, one hundred six (106) railcars bearing reporting marks: JTSX 300000 – JTSX 300105, inclusive.

Very truly yours,

John W. Holbert
Vice President

MAR 09 '07 -11 22 AM

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of February 21, 2007 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **LASALLE NATIONAL LEASING CORPORATION**, a Delaware corporation ("Assignee").

WITNESSETH:

1. Assignor has sold, assigned and transferred to Assignee that certain Railroad Equipment Lease dated June 16, 2000, as subsequently amended by agreement, between Assignor, as Lessor, and Virginia Electric and Power Company, as Lessee, for one hundred six (106) railcars bearing the railroad reporting markings set forth on Schedule I ("Lease") pursuant to that certain Purchase and Sale Agreement dated as of February 21, 2007 between Assignor, as Seller and Assignee, as Buyer (the "Agreement").
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.
3. Pursuant to the Agreement, Assignee has assumed all of Assignor's rights, title, interest and obligations (except those obligations expressly retained by Assignor under the terms of the Agreement), in, to and under the Lease and the railcars.

THE REMAINDER OF THIS PAGE PURPOSELY LEFT BLANK

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of February 21, 2007.

THE DAVID J. JOSEPH COMPANY

By: 

Name: James H. Goetz

Title: Executive Vice President & CFO

LASALLE NATIONAL LEASING CORPORATION

By: 

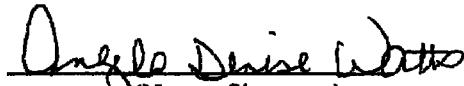
Name: **CONSTANCE W. LANCASTER**
SENIOR VICE PRESIDENT

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of February, 2007, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of February, 2007.


(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C.

STATE OF Maryland)
COUNTY OF Baltimore) SS:

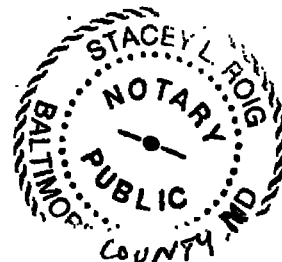
On this 26th day of February, 2007, before me the subscriber, Stacey L Roig, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Constance Lancaster, to me personally known, who stated and acknowledged that he/she is the SVP of LaSalle National Leasing Corporation, a DE corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 26th day of February, 2007.

Stacey L Roig
(Notary Signature)

My commission expires:

August 14, 2009



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

One hundred six (106) railcars bearing reporting marks:

JTSX 300000 – JTSX 300105, inclusive

LEASE: Dated June 16, 2000 between The David J. Joseph Company and Virginia Electric and Power Company, as subsequently amended by agreements dated December 13, 2002 and January 9, 2007.